

CASE NAME: CIRCUIT CITY STORES, INC. LIQUIDATING TRUST ACCRUAL BASIS

CASE NUMBER: 08-35653

JUDGE: KEVIN R. HUENNEKENS

EASTERN DISTRICT OF VIRGINIA

RICHMOND DIVISION

MONTHLY OPERATING REPORT

QUARTER: JANUARY 1, 2011 TO MARCH 31, 2011

IN ACCORDANCE WITH TITLE 28, SECTION 1746, OF THE UNITED STATES CODE, I
DECLARE UNDER PENALTY OF PERJURY THAT I HAVE EXAMINED THE FOLLOWING
MONTHLY OPERATING REPORT (ACCRUAL BASIS-1 THROUGH ACCRUAL BASIS-7) AND
THE ACCOMPANYING ATTACHMENTS AND, TO THE BEST OF MY KNOWLEDGE, THESE
DOCUMENTS ARE TRUE, CORRECT AND COMPLETE. DECLARATION OF THE PREPARER
(OTHER THAN RESPONSIBLE PARTY): IS BASED ON ALL INFORMATION OF WHICH
PREPARER HAS ANY KNOWLEDGE.

RESPONSIBLE PARTY:

/s/ CATHERINE W. BRADSHAW

ORIGINAL SIGNATURE OF RESPONSIBLE PARTY

SENIOR TRUST MANAGER

TITLE

CATHERINE W. BRADSHAW

PRINTED NAME OF RESPONSIBLE PARTY

JUNE 15, 2011

DATE

PREPARER:

/s/ ANN P. PIETRANTONI

ORIGINAL SIGNATURE OF PREPARER

REPORTING, HR & LANDLORD CLAIMS MGR

TITLE

ANN P. PIETRANTONI

PRINTED NAME OF PREPARER

JUNE 15, 2011

DATE

CASE NAME: CIRCUIT CITY STORES, INC. LIQUIDATING TRUST

ACCRUAL BASIS-1

CASE NUMBER: 08-35653

BALANCE SHEET

UNAUDITED

(amounts in thousands)

	<u>3/31/2011</u>
ASSETS	
ASSETS	
Cash and cash equivalents	415,021
Receivables, net	<u>318,861</u>
TOTAL ASSETS	<u><u>733,882</u></u>
LIABILITIES AND STOCKHOLDERS' EQUITY	
LIABILITIES	
Claims	2,129,994
Accrued trust expenses	<u>1,403</u>
TOTAL LIABILITIES	<u>2,131,397</u>
Liabilities in excess of assets	<u>(1,397,515)</u>
TOTAL LIABILITIES	<u><u>733,882</u></u>

CASE NAME: CIRCUIT CITY STORES, INC. LIQUIDATING TRUST

ACCRUAL BASIS-2

CASE NUMBER: 08-35653

INCOME STATEMENT

UNAUDITED

(Amounts in thousands)

	1/1/2011 - 3/31/2011
Operating expenses	(8,064)
Interest income	81
Net gain from settlements	56,145
Income before income taxes	48,162
Income tax benefit	43
Net income	48,205

CASE NAME: CIRCUIT CITY STORES, INC. LIACC	ACCUAL BASIS-2
CASE NUMBER: 08-35653	

INCOME STATEMENT

UNAUDITED

(Amounts in thousands)

	11/1/2010 - 3/31/2011
Operating expenses	(10,713)
Interest income	142
Net gain from settlements	79,070
Income before income taxes	68,499
Income tax benefit	43
Net income	68,542

CASE NAME: CIRCUIT CITY STORES, INC. LIQUIDATING TRUST
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ACCRUAL BASIS-3

CASH RECEIPTS AND DISBURSEMENTS

(amounts in thousands)

	<u>1/1/2011 - 3/31/2011</u>
Cash flows from operations:	
Cash contribution to the Trust	\$ -
Cash receipts	5,795
Cash payments for professional fees	(5,642)
Cash payments for claims	(4,307)
Other operating cash payments	(1,270)
Net cash used in operating activities	<u>\$ (5,424)</u>
Decrease in cash and cash equivalents	\$ (5,424)
Cash and cash equivalents at beginning of period	<u>420,445</u>
Cash and cash equivalents at end of period	<u><u>\$ 415,021</u></u>

CASE NAME: CIRCUIT CITY STORES, INC. LIQUIDATING TRUST	ACCRUAL BASIS-3
CASE NUMBER: 08-35653	

CASH RECEIPTS AND DISBURSEMENTS

(amounts in thousands)

	11/1/2010 - 3/31/2011
Cash flows from operations:	
Cash contribution to the Trust	\$ 469,381
Cash receipts	13,103
Cash payments for professional fees	(7,650)
Cash payments for claims	(57,081)
Other operating cash payments	(2,732)
* Net cash provided by operating activities	\$ 415,021
Increase in cash and cash equivalents	\$ 415,021
Cash and cash equivalents at beginning of period	0
Cash and cash equivalents at end of period	\$ 415,021

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ACCOUNTS RECEIVABLE AGING	SCHEDULE AMOUNT	QUARTER	QUARTER	QUARTER
		3/31/2011	12/31/2010	
1. 0-30		2,006,894	2,760,572	
2. 31-60		-	-	
3. 61-90		-	-	
4. 91+		733,713,038	777,336,569	
5. TOTAL ACCOUNTS RECEIVABLE		\$ 735,719,932	\$ 780,097,141	
6. AMOUNT CONSIDERED UNCOLLECTIBLE		416,859,314	450,865,857	
7. ACCOUNTS RECEIVABLE (NET)		\$ 318,860,618	\$ 329,231,284	

AGING OF POSTPETITION TAXES AND PAYABLES					QUARTER: 1/1/2011 - 3/31/2011
TAXES PAYABLE	0-30 DAYS	31-60 DAYS	61-90 DAYS	91+ DAYS	TOTAL
1. FEDERAL	\$ -	\$ -	\$ -	\$ -	\$ -
2. STATE	-	-	-	-	-
3. LOCAL	-	-	-	-	-
4. OTHER	-	-	-	-	-
5. TOTAL TAXES PAYABLE	\$ -	\$ -	\$ -	\$ -	\$ -
6. CLAIMS	\$ -	\$ -	\$ -	\$ 2,129,993,712	\$ 2,129,993,712
ACCRUED TRUST EXPENSES	\$ 1,355,248	\$ -	\$ -	\$ 47,466	\$ 1,402,714

STATUS OF POSTPETITION TAXES					QUARTER: 1/1/2011 - 3/31/2011
FEDERAL	BEGINNING TAX LIABILITY*	AMOUNT WITHHELD AND/ OR ACCRUED	AMOUNT PAID	ENDING TAX LIABILITY	
1. WITHHOLDING**	\$ -	\$ 69,645	\$ (69,645)	\$ -	
2. FICA-EMPLOYEE**	-	21,052	(21,052)	-	
3. FICA-EMPLOYER**	-	28,504	(28,504)	-	
4. UNEMPLOYMENT	-	728	(728)	-	
5. INCOME	-	-	-	-	
6. OTHER (ATTACH LIST)	-	-	-	-	
7. TOTAL FEDERAL TAXES	\$ -	\$ 119,929	\$ (119,929)	\$ -	
STATE AND LOCAL & OTHER					
8. WITHHOLDING	\$ -	\$ 19,881	\$ (19,881)	\$ -	
9. SALES	-	-	-	-	
10. EXCISE	-	-	-	-	
11. UNEMPLOYMENT	-	3,099	(3,099)	-	
12. REAL PROPERTY	-	-	-	-	
13. PERSONAL PROPERTY	-	-	-	-	
14. OTHER	-	-	-	-	
15. TOTAL STATE & LOCAL & OTHER	\$ -	\$ 22,980	\$ (22,980)	\$ -	
16. TOTAL TAXES	\$ -	\$ 142,909	\$ (142,909)	\$ -	

* The beginning tax liability should represent the liability from the prior month or, if this is the first operating report, the amount should be zero.

** Attach photocopies of IRS Form 6123 or your FTD coupon and payment receipt to verify payment or deposit.

CASE NAME: CIRCUIT CITY STORES, INC. LIQUIDATING TRUST

ACCRUAL BASIS-5

CASE NUMBER: 08-35653

The debtor in possession must complete the reconciliation below for each bank account, including all general, payroll and tax accounts, as well as all savings and investment accounts, money market accounts, certificates of deposit, government obligations, etc. Accounts with restricted funds should be identified by placing an asterisk next to the account number. Attach additional sheets if necessary.

QUARTER: 1/1/2011 - 3/31/2011

BANK RECONCILIATIONS				
	Account #1	Account #2	Account #3	
A. BANK:	see APPENDIX B			TOTAL
B. ACCOUNT NUMBER:				
C. PURPOSE (TYPE):				
1. BALANCE PER BANK STATEMENT				
2. ADD: TOTAL DEPOSITS NOT CREDITED				
3. SUBTRACT: OUTSTANDING CHECKS				
4. OTHER RECONCILING ITEMS				
5. MONTH END BALANCE PER BOOKS				\$ 415,020,995
NUMBER OF LAST CHECK WRITTEN				

INVESTMENT ACCOUNTS				
BANK, ACCOUNT NAME & NUMBER	DATE OF PURCHASE	TYPE OF INSTRUMENT	PURCHASE PRICE	CURRENT VALUE
7.				
8.				
9.				
10.				
11. TOTAL INVESTMENTS			\$ -	\$ -

CASH	
12. CURRENCY ON HAND	\$ -
13. TOTAL CASH - END OF MONTH	\$ 415,020,995

APPENDIX B

CASE NAME: CIRCUIT CITY STORES, INC. LIQUIDATING TRUST
CASE NUMBER: 08-35653

G/L Acct #	Account Name	Bank Acct #	Debtor	Description	Bank Balance	G/L Balance	As of Date	Reconciled as of 3/31/10
101003	Wachovia Circuit City Main Disbursement	2000045277427	Circuit City Stores, Inc.	Funding Account	1,682	1,682	3/31/2010	Y
101100	Suntrust Concentration	88001883706	Circuit City Stores, Inc.	Funding Account	595	595	3/31/2010	Y
101153	JP Morgan Trust Payroll	887401511	Circuit City Stores, Inc.	Payroll Account	3,520	3,520	3/31/2010	Y
101154	JP Morgan Trust Operating Reserve MM	887401537	Circuit City Stores, Inc.	Money Market Account	48,003,254	48,003,254	3/31/2010	Y
101155	JP Morgan Trust Operating Reserve CK	887401529	Circuit City Stores, Inc.	Disbursement Account	440,694	51,618	3/31/2010	Y
101156	JP Morgan Trust Professional Fees Reserve MM	887401552	Circuit City Stores, Inc.	Money Market Account	4,687,707	4,687,707	3/31/2010	Y
101157	JP Morgan Trust Professional Fees Reserve CK	887401545	Circuit City Stores, Inc.	Disbursement Account	312,617	312,617	3/31/2010	Y
101158	JP Morgan Trust Administrative Claims Reserve MM	887401578	Circuit City Stores, Inc.	Money Market Account	202,417,334	202,417,334	3/31/2010	Y
101159	JP Morgan Trust Administrative Claims Reserve CK	887401560	Circuit City Stores, Inc.	Disbursement Account	8,103,381	6,577,383	3/31/2010	Y
101160	JP Morgan Trust Priority Tax Claims Reserve MM	887401594	Circuit City Stores, Inc.	Money Market Account	28,936,532	28,936,532	3/31/2010	Y
101161	JP Morgan Trust Priority Tax Claims Reserve CK	887401586	Circuit City Stores, Inc.	Disbursement Account	10,182	10,182	3/31/2010	Y
101162	JP Morgan Trust Misc. Secured Claims Reserve MM	887401602	Circuit City Stores, Inc.	Money Market Account	5,415,794	5,415,794	3/31/2010	Y
101163	JP Morgan Trust Misc. Secured Claims Reserve CK	887401636	Circuit City Stores, Inc.	Disbursement Account	5,497	(18,573)	3/31/2010	Y
101164	JP Morgan Trust Non-tax Priority Claims Reserve MM	887401602	Circuit City Stores, Inc.	Money Market Account	17,471,975	17,471,975	3/31/2010	Y
101165	JP Morgan Trust Non-tax Priority Claims Reserve CK	887401628	Circuit City Stores, Inc.	Disbursement Account	2,970	-	3/31/2010	Y
101166	JP Morgan Trust Investment Reserve MM	887401651	Circuit City Stores, Inc.	Money Market Account	101,124,513	101,124,513	3/31/2010	Y
101167	JP Morgan Trust Investment Reserve CK	887401644	Circuit City Stores, Inc.	Disbursement Account	-	-	3/31/2010	Y
101168	JP Morgan Trust Disputed Unsecured Claims Reserve MM	887401677	Circuit City Stores, Inc.	Money Market Account	-	-	3/31/2010	Y
101169	JP Morgan Trust Disputed Unsecured Claims Reserve CK	887401669	Circuit City Stores, Inc.	Disbursement Account	-	-	3/31/2010	Y
101170	JP Morgan Trust Richmond Operating	887401685	Circuit City Stores, Inc.	Disbursement Account	24,862	24,862	3/31/2010	Y

\$ 416,963,109 \$ 415,020,995

CASE NAME: CIRCUIT CITY STORES, INC. LIQUIDATING TRUST
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ACCRUAL BASIS-6

QUARTER: 1/1/2011 - 3/31/2011

PAYMENTS TO INSIDERS AND PROFESSIONALS

OF THE TOTAL DISBURSEMENTS SHOWN FOR THE MONTH, LIST THE AMOUNT PAID TO INSIDERS (AS DEFINED IN SECTION 101(31) (A)-(F) OF THE U.S. BANKRUPTCY CODE) AND TO PROFESSIONALS. ALSO, FOR PAYMENTS TO INSIDERS, IDENTIFY THE TYPE OF COMPENSATION PAID (e.g. SALARY, BONUS, COMMISSIONS, INSURANCE, HOUSING ALLOWANCE, TRAVEL, CAR ALLOWANCE, ETC.). ATTACH ADDITIONAL SHEETS IF NECESSARY.

INSIDERS			
NAME	TYPE OF PAYMENT	AMOUNT PAID	TOTAL PAID TO DATE
1			
2			
3			
4			
5			
6. TOTAL PAYMENTS TO INSIDERS (1)			

PROFESSIONALS						
NAME	DATE OF COURT ORDER AUTHORIZING PAYMENT	AMOUNT APPROVED**	AMOUNT PAID	TOTAL PAID TO DATE	TOTAL INCURRED & UNPAID	
1. FTI Consulting, Inc.	2/21/2011	\$ 11,517,464	\$ 60,503	\$ 188,320	\$ 47,466	
2. KPMG LLP	2/21/2011	1,013,159	9,070	9,070	-	
3. Kurtzman Carson Consultants LLC			379,951	1,047,526	95,318	
4. McGuire Woods, LLP	2/18/2011	6,599,040	34,443	147,023	-	
5. Skadden, Arps, Slate, Meagher & Flom, LLP	2/21/2011	17,492,928	-	405,808	34,717	
6. Ernst & Young LLP	2/18/2011	2,325,859	5,760	28,095	-	
7. Tavenner & Beran, PLC			294,640	294,640	83,196	
8. Pachulski, Stang, Ziehl & Jones	2/18/2011	4,495,217	3,570,780	3,949,386	752,531	
9. Protiviti	2/22/2011	3,801,543	145,995	145,995	-	
10. DJM Realty Services, LLC	2/18/2011	1,978,650	-	-	-	
11. Gowling Lafleur Henderson LLP	2/21/2011	847,510	135,279	135,279	-	
12. Crowe Horwath LLP			544,637	626,527	119,838	
13. Arsene Taxand	2/18/2011	57,907	8,462	51,726	-	
14. Kelley Drye & Warren LLP			279,317	447,875	231,516	
15. Alfred H. Siegel, Liquidating Trustee			173,614	173,614	34,615	
TOTAL PAYMENTS TO PROFESSIONALS			\$ 5,642,451	\$ 7,650,884	\$ 1,399,197	

* INCLUDE ALL FEES INCURRED, BOTH APPROVED AND UNAPPROVED

** DURING 2/11, THE COURT AUTHORIZED FINAL APPROVAL ON FEE APPLICATIONS FOR SERVICES FROM 11/10/08 - 11/1/10.

POSTPETITION STATUS OF SECURED NOTES, LEASES PAYABLE AND ADEQUATE PROTECTION PAYMENTS

NAME OF CREDITOR	SCHEDULED QUARTERLY PAYMENTS DUE	AMOUNTS PAID DURING QUARTER	TOTAL UNPAID POSTPETITION
1. Leases	\$ 23,848	\$ 23,848	\$ (2)
2.			
3.			
4.			
5.			
6. TOTAL	\$ 23,848	\$ 23,848	\$ (2)

(1) Other than salary, fees and benefit payments made in the ordinary course of business and reimbursements for business expenses, no payments have been made to insiders during the reporting period.

(2) The post-petition amounts due under rejected store leases are now included in administrative claims on the balance sheet.

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ACCRUAL BASIS-7

QUARTER: 1/1/2011 - 3/31/2011

QUESTIONNAIRE

	YES	NO
1. HAVE ANY ASSETS BEEN SOLD OR TRANSFERRED OUTSIDE THE NORMAL COURSE OF BUSINESS THIS REPORTING PERIOD?		X
2. HAVE ANY FUNDS BEEN DISBURSED FROM ANY ACCOUNT OTHER THAN A DEBTOR IN POSSESSION ACCOUNT?	X	
3. ARE ANY POSTPETITION RECEIVABLES (ACCOUNTS, NOTES, OR LOANS) DUE FROM RELATED PARTIES?		X
4. HAVE ANY PAYMENTS BEEN MADE ON PREPETITION LIABILITIES THIS REPORTING PERIOD?	X	
5. HAVE ANY POSTPETITION LOANS BEEN RECEIVED BY THE DEBTOR FROM ANY PARTY?		X
6. ARE ANY POSTPETITION PAYROLL TAXES PAST DUE?		X
7. ARE ANY POSTPETITION STATE OR FEDERAL INCOME TAXES PAST DUE?		X
8. ARE ANY POSTPETITION REAL ESTATE TAXES PAST DUE?	X	
9. ARE ANY OTHER POSTPETITION TAXES PAST DUE?	X	
10. ARE ANY AMOUNTS OWED TO POSTPETITION CREDITORS DELINQUENT?	X	
11. HAVE ANY PREPETITION TAXES BEEN PAID DURING THE REPORTING PERIOD?	X	
12. ARE ANY WAGE PAYMENTS PAST DUE?		X

IF THE ANSWER TO ANY OF THE ABOVE QUESTIONS IS "YES," PROVIDE A DETAILED EXPLANATION OF EACH ITEM. ATTACH ADDITIONAL SHEETS IF NECESSARY.

- As of 11/1/2010, the liquidating plan of the debtors became effective. As such, the bank accounts are no longer DIP accounts.
- Pursuant to Court orders and settlement agreements, payments have been made on prepetition liabilities during the quarter ended 3/31/2011.
- Certain real estate taxes were passed through to the debtors from the landlords. A portion of these real estate taxes is past due.
- Certain business license taxes that covered both prepetition and postpetition periods were due on or before 3/31/2011 but were not paid.
- The rent for some store leases owed for the period 11/10/2008 through 11/30/2008 is past due; these payments are being held pursuant to a Court order. In addition, due to the liquidation proceedings, the Trust is currently reconciling amounts due to post-petition creditors, which has slowed creditor payments.
- Certain property taxes that covered both prepetition and postpetition periods were paid during the quarter ended 3/31/2011.

INSURANCE

	YES	NO
1. ARE WORKER'S COMPENSATION, GENERAL LIABILITY AND OTHER NECESSARY INSURANCE COVERAGES IN EFFECT?	X	
2. ARE ALL PREMIUM PAYMENTS PAID CURRENT?	X	
3. PLEASE ITEMIZE POLICIES BELOW.		

IF THE ANSWER TO ANY OF THE ABOVE QUESTIONS IS "NO," OR IF ANY POLICIES HAVE BEEN CANCELLED OR NOT RENEWED DURING THIS REPORTING PERIOD, PROVIDE AN EXPLANATION BELOW. ATTACH ADDITIONAL SHEETS IF NECESSARY.

INSTALLMENT PAYMENTS			
TYPE OF POLICY	CARRIER	PERIOD COVERED	PAYMENT AMOUNT & FREQUENCY
Workers' Compensation & Employer's Liability	ACE American Insurance Company	4/1/10 - 4/1/11	\$8,891 paid at inception
General Liability and Non-owned Auto Liability	First Specialty Insurance Corporation	4/1/10 - 4/1/11	\$56,255 paid at inception
Excess Liability	RSUI Indemnity Company	4/1/10 - 4/1/11	\$37,500 paid at inception
Crime/Fidelity	Starr Indemnity and Liability Company	12/1/10 - 12/1/11	\$35,000 paid at inception
D&O Liability/Errors & Omissions	Indian Harbor Insurance Company	11/1/10 - 11/1/11	\$77,438 paid on 12/17/10
D&O Liability/Errors & Omissions	Columbia Casualty Company	11/1/10 - 11/1/11	\$65,047 paid on 12/17/10
D&O Liability/Errors & Omissions	American International Specialty Lines Insurance Company	11/1/10 - 11/1/11	\$56,788 paid on 12/17/10
D&O Liability/Errors & Omissions	Continental Casualty Company	11/1/10 - 11/1/11	\$40,000 paid on 12/17/10
D&O Liability/Errors & Omissions	AmWINS Group, Inc.	11/1/10 - 11/1/11	\$35,105 paid on 12/17/10
D&O Liability/Errors & Omissions	Lloyd's of London	11/1/10 - 11/1/11	\$26,406 paid on 12/17/10
D&O Liability/Errors & Omissions	AmWINS Group, Inc.	11/1/10 - 11/1/11	\$16,500 paid on 12/17/10
Runoff D&O - Primary	Chartis	11/1/10 - 11/1/16	\$114,726 paid at inception
Runoff D&O - Layer 1	Starr Indemnity and Liability Company	11/1/10 - 11/1/16	\$63,342 paid at inception
Runoff D&O - Layer 2	CNA	11/1/10 - 11/1/16	\$55,000 paid at inception
Runoff D&O - Layer 3	Valiant Insurance Group	11/1/10 - 11/1/16	\$45,900 paid at inception
Runoff D&O - Layer 4	Starr Indemnity and Liability Company	11/1/10 - 11/1/16	\$22,950 paid at inception
Runoff D&O - Layer 5	Chartis	11/1/10 - 11/1/16	\$22,945 paid at inception
Runoff D&O - Primary	CNA	12/1/08 - 12/1/14	\$1,177,500 paid at inception
Runoff D&O - Layer 1	Chubb Group	12/1/08 - 12/1/14	\$487,500 paid at inception
Runoff D&O - Layer 2 (Year 1)	Great American Insurance Group	12/1/08 - 12/1/14	\$240,000 paid at inception
Runoff D&O - Layer 2 (Years 2 - 6)	Axis Insurance	12/1/08 - 12/1/14	\$240,000 paid at inception
Runoff D&O - Layer 3	Travelers	12/1/08 - 12/1/14	\$822,000 paid at inception
Runoff D&O - Layer 4	Axis Insurance	12/1/08 - 12/1/14	\$698,700 paid at inception
Runoff D&O - Layer 5	RSUI Group, Inc.	12/1/08 - 12/1/14	\$589,050 paid at inception
Runoff D&O - Layer 6	Arch Insurance Group	12/1/08 - 12/1/14	\$540,000 paid at inception
Runoff D&O - Layer 7 (Side A DIC)	XL Insurance	12/1/08 - 12/1/14	\$1,275,000 paid at inception
Runoff D&O - Layer 8	Chubb Group	12/1/08 - 12/1/14	\$375,000 paid at inception
Property - All Risk	Sentinel Insurance Co., Ltd.	8/15/10 - 8/15/11	\$944 paid at inception